



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS NEXT DAY AIR

January 18, 2001

RECORDATION NO. 23354 FILED

JAN 23 '01

12-25 PM

Mr. Vernon E. Williams

Surface Transportation Board

1925 K Street, N.W., Room 704

Washington, DC 20423-0001

Attn: Recordation of Railroad Equipment

**SURFACE TRANSPORTATION BOARD**



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 2, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Mercer Landmark, Inc.  
240 South Main  
Rockford, OH 45882

A description of the railroad equipment covered by the enclosed document is twenty-eight (28) 4650, 4700 and 4750 cubic foot covered hopper cars, with car numbers FURX 823912-832165, non-inclusive and NDYX 475238.


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Mercer Landmark, Inc., Lessee, covering 28 4650, 4700 and 4750 cubic foot covered hopper cars, with car numbers FURX 823912-832165, non-inclusive and NDYX 475238.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(MELA003)

RECORDATION # 23354 FILED

ASSGN. NO. MELA003

JAN 23 '01

12-25 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of November, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mercer Landmark, Inc. ("Lessee"), an Ohio corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 25, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of OCTOBER 28, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 2nd day of Nov., 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

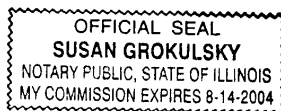
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2<sup>ND</sup> day of NOVEMBER, 2000.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

MERCER LANDMARK, INC.

By: Matthew P. Homan

Name: Matthew P. Homan

Title: Gain Member

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 20<sup>th</sup> day of October, 2000.

[CORPORATE SEAL]

STATE OF Ohio

COUNTY OF Mercury

I, Tim Weininger, a Notary Public of the County and State aforesaid, certify that Matthew P. Homan personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of October, 2000.

Tim Weininger  
Notary Public

Commission Expires:  
Tim Weininger  
Notary Public - State of Ohio  
(My Commission) expires October 6, 2001  
Recorded in Mercer County

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Twenty-eight (28).

DESCRIPTION OF CARS:   4650, 4700 and 4750 cubic foot covered hopper cars.

CAR NUMBERS:           See below:

FURX   823912  
FURX   826972  
FURX   828749  
FURX   830007  
FURX   830217  
FURX   830232  
FURX   830235  
FURX   830238  
FURX   830265  
FURX   832063  
FURX   832064  
FURX   832067  
FURX   832074  
FURX   832075  
FURX   832088  
FURX   832091  
FURX   832094  
FURX   832106  
FURX   832109  
FURX   832113  
FURX   832119  
FURX   832130  
FURX   832131  
FURX   832134  
FURX   832136  
FURX   832142  
FURX   832165  
NDYX   475238  
Count:       28